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Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**STIPULATION TO ADJOURN NINTH OMNIBUS
MOTION PURSUANT TO 11 U.S.C. §365 TO REJECT
CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY AS TO MTECH ASSOCIATES LLC ONLY**

On November 12, 2009, Motors Liquidation Company (f/k/a General Motors Corporation) (the “**Debtors**”) filed their “Ninth Omnibus Motion Pursuant to 11 U.S.C. §365 to Reject Certain Executory Contracts and Unexpired Leases of Nonresidential Real Property” [Docket 4437] (the “**Rejection Motion**”). The Rejection Motion seeks, among other things, to reject a nonresidential real property lease (the “**MTech Lease**”) with MTech Associates LLC (“**MTech**”), effective as of October 31, 2009.

The Debtors and MTech Associates LLC, (together, the Debtors and MTech, the “**Parties**”), by their undersigned counsel, have agreed to adjourn the hearing to consider the

Rejection Motion with respect to the MTech Lease, subject to the terms and conditions set forth below:

1. The hearing to consider the Rejection Motion with respect to the MTech Lease shall be adjourned until a future date mutually agreed upon by the Parties.
2. MTech shall have until December 1, 2009 to file an Objection to the Rejection Motion.
3. The adjournment is without prejudice to the relief sought by the Debtors in the Rejection Motion, including their proposed rejection date of the MTech Lease. If the Court grants the Debtors' requested relief to reject the MTech Lease at a future hearing date, the adjournment agreed to in this Stipulation shall not be used to prejudice the Debtors' position that the effective rejection date shall be retroactive to the October 31, 2009 rejection date sought in the Rejection Motion.

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4. The adjournment is without prejudice to any defenses MTech may have to the Rejection Motion.

Dated: November 19, 2009
New York, New York

STIPULATED AND AGREED:

/s/ Joseph H. Smolinsky

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